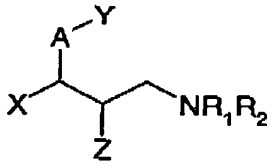
Application No: 10/532765

This listing of claims will replace all prior versions and listings of claims in the application.

**Listing of Claims:**

1. (Currently Amended) A compound of formula I:



I

wherein

A is selected from O and S;

X is selected from

phenyl optionally substituted with up to 5 substituents each independently selected from halo, $C_1$-$C_4$ alkyl and $C_1$-$C_4$ alkoxy;

thienyl optionally substituted with up to 3 substituents each independently selected from halo and $C_1$-$C_4$ alkyl; and

$C_2$-$C_8$ alkyl, $C_2$-$C_8$ alkenyl, $C_3$-$C_8$ cycloalkyl and $C_4$-$C_8$ cycloalkylalkyl, each of which may be optionally substituted with up to 3 substituents each independently selected from halo, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ alkyl-S(O)n- where n is 0, 1 or 2, $-CF_3$, -CN and $-CONH_2$;

Y is selected from dihydrobenzothienyl, benzothiazolyl, benzoisothiazolyl, ~~quinolyl~~, ~~isoquinolyl~~, ~~naphthyridyl~~, quinolin-5-yl, isoquinolin-5-yl, naphthyridin-5-yl,and ~~thienopyridyl~~ thienopyridinyl, each of which may be optionally substituted with up to 4 or, where possible, up to 5 substituents each independently selected from halo, $C_1$-$C_4$ alkyl, $C_1$- $C_4$ alkoxy, $C_1$-$C_4$ alkyl-S(O)n- where n is 0, 1 or 2, nitro, acetyl, - $CF_3$, $-SCF_3$ and cyano;

Z is selected from H. $OR_3$ or F, wherein $R_3$ is selected from H, $C_1$-$C_6$ alkyl and phenyl $C_1$-$C_6$ alkyl;

$R_1$ and $R_2$ are each independently H or $C_1$-$C_4$ alkyl;

or pharmaceutically acceptable salt thereof.

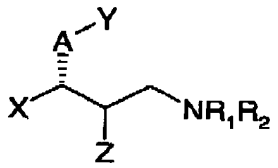
2. (Original) A compound as claimed in claim 1, wherein A is 0.

3. (Original) A compound as claimed in claim 1, wherein A is S.

4. (Previously Presented) A compound as claimed in any one of claims 1-3, wherein one of $R_1$ and $R_2$ is H.

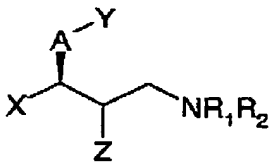
5. (Previously Presented) A compounds as claimed in any one of claims 1-3, wherein one of $R_1$ and $R_2$ is H and the other is methyl.

6. (Previously Presented) A compound as claimed in any one of claims 1-3, wherein the compound possesses the stereochemistry defined in formula




II

7. (Original) A compound as claimed in claim 6, wherein the compound possesses the stereochemistry defined in formula III




III

8. (Previously Presented) A compound as claimed in 5 wherein Z is H.

9. (Previously Presented) A compound as claimed in 5, wherein X is unsubstituted phenyl or phenyl which is mono-, di- or tri- substituted with substituents independently selected from halo, $C_1$-$C_4$ alkyl and $C_1$-$C_4$ alkoxy.

10. (Original) A compound as claimed in claim 9, wherein X is unsubstituted phenyl or phenyl which is mono-substituted with fluorine.

11. (Previously Presented) A compound as claimed in 5, wherein Y is dihydrobenzothienyl optionally substituted with up to 5 substituents each independently selected from halo, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ alkyl-S(O)n- where n is 0, 1 or 2, nitro, acetyl, $-CF_3$, $-SCF_3$ and cyano.

12. (Original) A compound as claimed in claim 11, wherein Y is unsubstituted dihydrobenzothienyl or dihydrobenzothienyl which is mono-substituted with fluorine.

13. (Previously Presented) A compound as claimed in 10, wherein Y is benzothiazolyl or benzoisothiazolyl, each of which may be optionally substituted with up to 4 substituents each independently selected from halo, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ alkyl-S(O)n- where n is 0, 1 or 2, nitro, acetyl, $-CF_3$, $-SCF_3$ and cyano.

14. (Original) A compound as claimed in claim 13, wherein Y is unsubstituted benzothiazolyl, unsubstituted benzoisothiazolyl, benzothiazolyl which is mono-substituted with $CH_3$ or benzoisothiazolyl which is mono-substituted with $CH_3$.

15. (Currently Amended) A compound as claimed in 10, wherein Y is ~~thienopyridyl~~ thienopyridinyl optionally substituted with up to 4 substituents each independently selected from halo, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ alkyl- S(O)n- where n is 0, 1 or 2, nitro, acetyl, $-CF_3$, $-SCF_3$ and cyano.

16. (Previously Presented) A compound as claimed in 5, wherein the point of attachment of the group Y to the O or S atom is attachment at the 7 position.

17. (Previously Presented) A compound as claimed in 5, wherein the point of attachment of the group Y to the O or S atom is attachment at the 4 position.

18. (Currently Amended) A compound as claimed in claim 5, wherein Y is ~~quinolyl, isoquinolyl or naphthyridyl~~ quinolin-5-yl, isoquinolin-5-yl or naphthyridin-5-yl, each of which may be optionally substituted with up to 5 substituents each independently selected from halo, $C_1$-$C_4$ alkyl, $C_1$-$C_4$ alkoxy, $C_1$-$C_4$ alkyl-S(O)n- where n is 0, 1 or 2, nitro, acetyl, $-CF_3$, $-SCF_3$ and cyano.

19. (Original) A compound as claimed in claim 18, wherein the point of attachment of the group 10 Y to the O or S atom is attachment at the 4 position.

20. (Original) A compound as claimed in claim 18, wherein the point of attachment of the group Y to the O or S atom is attachment at the 5 position.

21. (Original) A compound as claimed in claim 18, wherein the point of attachment of the group Y to the O or S atom is attachment at the 6 position.

22. (Previously Presented) A pharmaceutical composition comprising a compound of formula I or a pharmaceutically acceptable salt thereof, as defined in claim 1, together with a pharmaceutically acceptable diluent or carrier.

23. (Previously Presented) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in claim 1, for use as a pharmaceutical.

24. (Previously Presented) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in claim 1, for use as a selective inhibitor of the reuptake of both serotonin and norepinephrine.

25. (Previously Presented) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in claim 1 for use in the treatment of a disorder associated with serotonin and norepinephrine dysfunction in mammals.

26. (Previously Presented) A compound of formula I or a pharmaceutically acceptable salt thereof, as defined in claim 1, for use in the treatment of a disorder selected from selected from depression, OCD, anxiety, memory loss, urinary incontinence, conduct disorders, ADHD, obesity, alcoholism, smoking cessation, hot flushes/flashes and pain.

Claims 27-32 (Cancelled)

33. (Previously Presented) A method for treating disorders associated with serotonin and norepinephrine dysfunction in mammals, comprising administering to a patient in need thereof an effective amount of a compound of formula I or a pharmaceutically acceptable salt thereof, as defined in claim 1

34. (Original) A method as claimed in claim 33, wherein the disorder is selected from depression, OCD, anxiety, memory loss, urinary incontinence, conduct disorders, ADHD, obesity, alcoholism, smoking cessation, hot flushes/flashes and pain.

35. (Original) A method as claimed in claim 33 or 34, wherein the disorder is pain.